

1 AUGUST B. LANDIS, ACTING UNITED STATES TRUSTEE
2 FOR REGION 17
3 State Bar # IA PK9228
4 *august.landis@usdoj.gov*
5 **UNITED STATES DEPARTMENT OF JUSTICE**
6 Office of the United States Trustee
7 300 Las Vegas Boulevard, So., Suite 4300
8 Las Vegas, Nevada 89101
9 Telephone: (702) 388-6600 Attorney Ext. 235
10 Facsimile: (702) 388-6658

E-filed February 20, 2011

7
8 **UNITED STATES BANKRUPTCY COURT**
9
10 **DISTRICT OF NEVADA**

11 In re:

12 **SOUTH EDGE, LLC,**

13 Debtor.

14 Chapter 11
15 **Case No. BK-S-10-32968-bam**

16 Hon. **BRUCE A. MARKELL**, Presiding
17 Date: February 3, 2011
18 Time: 9:30 a.m.
19 Place: Courtroom # 3

20 **APPOINTMENT OF CYNTHIA NELSON AS CHAPTER 11 TRUSTEE**
21 **FOR SOUTH EDGE, LLC**

22 Pursuant to 11 U.S.C. § 1104(d) and this Court's February 3, 2011 Order Directing
23 Appointment of Chapter 11 Trustee [Docket # 401], August B. Landis, Acting United States
24 Trustee for Region 17, appoints **CYNTHIA NELSON** to serve as Chapter 11 trustee for South
25 Edge, LLC in this case.

26 **Dated:** February 20, 2011

27 Respectfully submitted,

28
29 **UNITED STATES DEPARTMENT OF JUSTICE**
30 **UNITED STATES TRUSTEE PROGRAM**

31
32 By: _____ */s /August B. Landis*
33 **AUGUST B. LANDIS**
34 **ACTING UNITED STATES TRUSTEE - REGION 17**

Select Resumes



Cynthia Nelson
Senior Managing Director

633 West Fifth Street
16th Floor
Los Angeles, California 90071
Tel: (213) 452-6026
Fax: (213) 452-6099
cynthia.nelson@fticonsulting.com

Cynthia Nelson is a senior managing director in FTI's Corporate Finance practice. Ms. Nelson assists stakeholders in evaluating, developing and implementing turnaround plans and restructurings in both judicial and non-judicial circumstances. She has assisted lenders, creditors' committees and debtors in analyzing and developing plans of reorganization, analyzing financing options and market rates of interest, evaluating asset disposition and development plans to maximize value, conducting due diligence in connection with acquisition and financing, negotiating resolution of troubled credits, and providing litigation support and testimony in adversarial proceedings.

Ms. Nelson has more than 25 years of experience in the real estate industry and specializes in advising stakeholders having interests in real estate. She has extensive experience in development and operating companies including those with interests in master planned communities, resorts, offices, hospitality, mixed-use and multi-family properties. She started her career with the Newhall Land & Farming Company, developers of the New Town of Valencia.

Prior to its acquisition by FTI, Ms. Nelson was a Partner at PricewaterhouseCoopers in its Business Recovery Services practice. Before that, she was a Senior Associate in Investment Services at Jones Lang Wootton USA, an Associate at Liventhol & Horwath in its Real Estate Advisory practice and a Development Assistant at Valencia Company/Newhall Land & Farming.

Ms. Nelson is a frequent speaker at conferences and seminars. She recently was a panelist at the ABI 2010 Winter Leadership conference and at the 2010 California Bankruptcy Forum discussing real estate restructurings. She has published articles in *Daily Bankruptcy Review*, *Turnaround Management*, *CPA Expert*, *ABI Journal*, *Socioeconomic Planning Sciences*, *Location and Stigma*, and *Urban Land*.

Ms. Nelson currently serves as President of the Los Angeles Bankruptcy Forum. She is a member of the Association of Insolvency and Restructuring Advisors, American Bankruptcy Institute, the International Council of Shopping Centers and Turnaround Management Association. She served as Vice Director for the Los Angeles Section American Planning Association and as Chairperson for the California Hospital Medical Center Trustee Associates.

Ms. Nelson holds an M.B.A. and a Master of Planning from the University of Southern California and B.S. in Urban Planning from California State Polytechnic University.

Select Resumes

Cynthia Nelson

Senior Managing Director

(page 2)

Examples of significant engagements, including those involving large scale land development, master planned communities and homebuilders include:

- General Growth Properties – Serving as financial advisor to the Committee of Unsecured Creditors in GGP's Chapter 11 proceedings, the largest real estate bankruptcy in US history. FTI also served as pre-petition financial advisor to the senior unsecured lending group with \$2.6 billion of debt outstanding. Ms. Nelson led the pre-petition efforts and co-led FTI's engagement post-petition. The company recently emerged from bankruptcy under a plan that provides unsecured creditors with a 100% recovery. GGP, owns, develops, and operates over 200 regional shopping malls, various office properties and seven master planned communities across the United States..
- Fulton Homes – Leading FTI team on behalf of Bank Group with more than \$160 million in unsecured debt owing in connection with the Chapter 11 bankruptcy proceedings of Fulton Homes, an Arizona-based homebuilder. Services have included analysis of the Company's historical and projected financial statements and operating trends, review and evaluation of the Company's business plan and multiple plans of reorganization filed with the Court, preparation of a competing plan of reorganization on behalf of the Bank Group, and developing alternative strategies and restructuring proposals to optimize recovery for the Bank Group. Together with counsel, Ms. Nelson is leading with negotiations with the debtor in connection with potential settlement.
- Fortis Bank de Nederland – Led engagement team in providing asset management and disposition services to Fortis Bank in connection with the out-of-court resolution of a multi-million dollar credit involving a portfolio of residential and commercial acreage in California. Services included valuation, market and financial analysis, broker selection and oversight, formulation of development strategies, analysis of entitlement risk, solicitation and evaluation of offers to purchase, hiring and supervising of consultants and contractors and other matters associated with managing, re-entitling and disposing of the portfolio to maximize value and recovery.



Select Resumes

Cynthia Nelson
Senior Managing Director
 (page 3)

- Woodside—Co-led FTI's engagement as financial advisor to the noteholders and subsequently, as financial advisor to the Unsecured Creditors Committee of this Utah-based national homebuilder. FTI reviewed the Company's business plan and restructuring proposals, developed alternative strategies and restructuring proposals to maximize value and recovery, assessed the company's joint ventures, analyzed the Company's historical and projected financial statements and operating trends, assessed the Company's liquidity needs and worked consensually with Debtors' advisors to formulate a plan or reorganization that transferred ownership of company to creditors.

- Transeastern Homes—FTI assisted this major Florida-based homebuilder to maintain funding under its \$600+ million revolving facility despite borrowing base and financial covenant defaults and subsequent discussions with its secured lenders and majority equity partner to restructure its debt facilities. Led FTI's engagement team in developing in-depth analyses of 25 Florida new home communities with approximately 14,800 potential homes across all markets in Florida. We gathered and reviewed all development and entitlement assumptions and created a comprehensive cash flow model to forecast the build-out of the entire inventory as well covenant and accounting performance. This model was key to forming a consensus among the various constituencies regarding the most desirable strategic alternatives to maximize the potential value of the company. We also advised the company relative to continuing construction, including development of a "new urbanism" project, and in managing community development districts.

- Restructuring of Mezzanine Debt to Entity Owning Multiple Mixed Use and Development Projects—Led engagement team to advise lender in the restructuring of a mezzanine loan to a borrower owning majority, non-controlling interests in 40+ property owning entities. Services included valuing underlying real estate, understanding development and entitlement risk, evaluating the potential value of various development properties of the guarantors and negotiating with the borrower to invest additional capital to fund ongoing project development. A critical aspect of the engagement was evaluating the value of and risks associated with the guarantors given significant declines in the value of the underlying real estate in the property-owning entity (all secured with senior, property-level debt). Effectuated a successful out-of-court restructuring that included a significant paydown of the outstanding debt.



Select Resumes

Cynthia Nelson
Senior Managing Director
 (page 4)

- American Eagle Privatized Military Housing Portfolio – Led FTI's engagement as financial advisor to the bondholders associated with the American Eagle privatized military housing portfolio which involved approximately \$500 million in defaulted bonds associated with five multifamily housing development projects located throughout the country. These bonds, which reflected varying maturities and seniority levels, were successfully restructured and bondholders are anticipated to receive full repayment of their outstanding debt, plus interest. The principal focus of FTI's work efforts involved analysis of a sale of four of the projects to a new owner, The Falcon Group, a joint venture of Hunt Development Group and Pinnacle AMS Development Company. FTI provided restructuring advice, property level financial analyses and construction consulting services, and worked closely with counsel to the bondholders and all stakeholders (the issuer, US military and the purchaser) to negotiate a successful restructuring.

- Rancho Bellevue Master-Planned Community – Led engagement to provide valuation and advisory services in connection with a dispute involving the purchase and development of 1,000+ acres in the Rancho Bellevue master-planned area of Merced, CA. Our work encompassed analysis of the as-is value of a large scale, multi-phase land development involving properties in various stages of completion, including single family and multifamily parcels, commercial and open space parcels. Our work product was successfully used in mediation of the dispute between the parties and resulted in our client receiving a favorable settlement.
- Northwest Indiana Carpenters Pension Fund – Led engagement to assist this pension fund in evaluating options with respect to its ownership of a portion of a master planned community in Northwest Indiana designed as a "new urbanism" community.
- Playa Vista, Los Angeles, California – On behalf of Bankers Trust, led analysis of the value, development potential, and absorption by market segment for the largest urban in-fill residential development in the nation.

Select Resumes

Cynthia Nelson
Senior Managing Director
 (page 5)

- Pageantry Homes – Led engagement team to assist this homebuilder/developer in developing and analyzing options for the restructuring of its debt in connection with the development of large scale master planned communities in the Pacific Northwest. Included development of alternative financial scenarios, strategy and proposal for discussion with lender.
- The Dale Poe Company – Led team in the financial analysis of numerous residential land development projects, including Stevenson Ranch, a 3,000-acre residential community in California. Our engagement included identification and modeling of cash flows, liquidity constraints and their effect on partnership distributions. Evaluated and assisted developer to formulate financial and exit strategy. Considered alternative scenarios including the effects of future zoning and entitlement issues, as well as water rights and availability. Developed cash flows and valuation estimates for other Poe Development projects including Silverhawk and Calabasas Business Park. Assisted company in negotiations with its major secured lender to consensually restructure its credit facility.
- Talega Valley Ranch – Conducted due diligence analysis and provided strategic advisory services in conjunction with evaluation of investment and development plans for a 2,300-acre, 4,500-unit master planned community in Orange County, California.
- Ritz-Carlton Cabo del Sol, Baja California Sur, Mexico – Led analysis of damages sustained due to breach of partnership agreement involving the development of Ritz-Carlton Hotel, fractional interest residential product, single family attached and detached homes and championship golf course in the 1,800-acre Cabo del Sol master-planned community located in the Cabo San Lucas resort area of Mexico.
- Hunter's Ridge, Fontana, California – Prepared a valuation and feasibility study of a proposed mixed-use development encompassing 3,000 acres at the base of the San Gabriel mountains.

